

UNION PACIFIC RAILROAD COMPANY

LAW DEPARTMENT

RECORDATION NO. 13117-6 Filed 1425

1416 DODGE STREET



OMAHA, NE 68179

JUL 29 1982 - 10 25 AM

C BARRY SCHAEFER
Vice President-Law
WILLIAM P. HIGGINS
Assistant Vice President-Law
VALERIE W. SCOTT
General Counsel
ROBERT N. WEATHERBEE
FREDERICK W. READ III
Associate General Counsel
HARRY LUSTGARTEN, JR.
General Solicitor

ROBERT B. BATCHELDER
W. DONALD BOE, JR.
PAUL A. CONLEY, JR.
General Commerce Counsel
JEROME GIVEN
General Trial Counsel
ROBERT E. WALKLEY
General Contract Counsel

JOHN W. MacILROY
Legislative Counsel
JOSEPH D. ANTHOFER
RONALD W. EUBANKS
KARL R. MORTHOLE
General Attorneys

INTERSTATE COMMERCE COMMISSION

LORRANE CHANG
MARK A. KALAFUT
FORREST N. KRUTTER
MICHAEL P. McREYNOLDS
NANCY A. ROBERTS
BRENDA J. WARREN
Asst. General Attorneys
GAYLA L. FLETCHER
JUDY K. HOFFMAN
LOUISE A. RINN
JAMES C. STROO
BARBARA W. ZANDBERGEN
Attorneys

July 26, 1982

JUL 29 1982 - 10 25 AM

C-53599-3-E

C-53599-6-A

INTERSTATE COMMERCE COMMISSION

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

ICC Washington, D. C.

Dear Ms. Mergenovich:

There are enclosed herewith for filing and recording pursuant to § 11303 of the Interstate Commerce Act an executed original and four (4) executed counterpart originals of each of the following documents relating to Equipment Lease Agreements between Union Pacific Railroad Company, having a place of business at 1416 Dodge Street, Omaha, Nebraska 68179, and The Western Pacific Railroad Company, having a place of business at 526 Mission Street, San Francisco, California 94105:

1. Third Addendum (C.D. No. 53599-3-E), dated as of June 25, 1982, providing for the substitution of exhibits to an Equipment Lease dated as of April 2, 1980, as amended, covering the leasing by Union Pacific Railroad Company to The Western Pacific Railroad Company of 40 coil flat cars, filed and recorded pursuant to 49 U.S.C. § 11303 on May 27, 1980, and assigned Recordation No. 13117; and

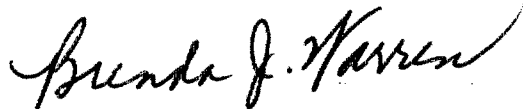
Ms. Agatha L. Mergenovich
July 26, 1982
Page Two

2. First Addendum (C.D. No. 53599-6-A) dated as of June 25, 1982, providing for renewal of an Equipment Lease Agreement dated as of March 1, 1981, covering the leasing by Union Pacific Railroad Company to The Western Pacific Railroad Company of 100, 100-ton open-top hopper cars, filed and recorded pursuant to 49 U.S.C. § 11303 on October 20, 1981, and assigned Recordation No. 13117-A.

After filing and recordation, please return the counterparts marked "Duplicate Original UPRR and Original Counterpart UPRR" and "Duplicate Original Lessee's and Original Counterpart WP" of each of the enclosed agreements to Valerie W. Scott, General Counsel, Union Pacific Railroad Company, 1416 Dodge Street, Omaha, Nebraska 68179.

The fee of \$20.00 for filing and recordation is enclosed herewith.

Very truly yours,



Brenda J. Warren

Enclosures

RECORDATION NO. 13117-D
JUL 29 1982 - 10 25 AM
INTERSTATE COMMERCE COMMISSION

C.D. No. 53599-3-E

EQUIPMENT LEASE

UNION PACIFIC RAILROAD COMPANY,

Lessor

to

THE WESTERN PACIFIC RAILROAD COMPANY,

Lessee

Dated as of April 2, 1980
Filed and Recorded Pursuant to 49
U.S.C. § 11303 on May 27, 1980, and
Assigned Recordation No. 13117

THIRD ADDENDUM TO EQUIPMENT

LEASE

Dated as of

June 25, 1982

RECORDATION NO. _____

Filed and Recorded with the
I.C.C. Pursuant to Section 11303 of
the Interstate Commerce Act on
_____, 1982, at ____ M.

ADDENDUM TO AGREEMENT dated April 2, 1980 (hereinafter the Original Agreement), by and between UNION PACIFIC RAILROAD COMPANY (the Lessor) and THE WESTERN PACIFIC RAILROAD COMPANY (the Lessee) covering the leasing of forty (40) coil flatcars for a term of five (5) years commencing April 1, 1980, unless sooner terminated as therein provided. By various instruments the Original Agreement has been amended. The Original Agreement, amended as aforesaid, hereinafter is the Current Agreement and is identified in the records of the Lessor as C.D. No. 53599-3.

- - - - -

IT IS MUTUALLY AGREED by and between the parties to the Original Agreement as follows:

Section 1. SUBSTITUTION OF EXHIBITS A AND C.

Effective as of October 1, 1981, Exhibit D, hereto attached, shall be, and hereby is, substituted for Exhibits A and C, attached to the Current Agreement, and from and after such effective date, whenever in the Current Agreement reference is made to Exhibits A and C, such reference shall be deemed to be made to Exhibit D, hereto attached.

Section 2. AGREEMENT SUPPLEMENTAL.

This Agreement is supplemental to the Current Agreement and nothing herein contained shall be construed as amending or modifying the same except as herein specifically provided.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed in duplicate as of the 25th day of June, 1982.

Witness:

AA Haldorf

Witness:

UNION PACIFIC RAILROAD COMPANY,

By [Signature] Vice President

THE WESTERN PACIFIC RAILROAD COMPANY,

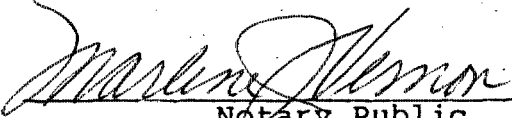
By [Signature] Sr. Vice President

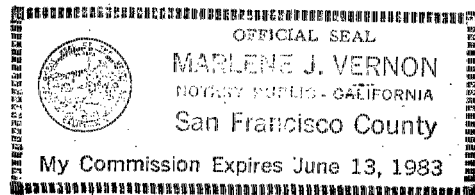
Financed

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 5 day of May, 1982,
before me, a Notary Public of said State, duly commission
and sworn, personally appeared R. W. STUMBO, JR., known to
me to be the Senior Vice President of the corporation that
executed the within instrument, and acknowledged to me that
such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal the day and year in this
certificate above written.


Notary Public



STATE OF NEBRASKA)

55:

COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me

this 25th day of June, 1982, by C. E. Schaefer.

Vice President of Union Pacific Railroad Company, a Utah corporation, on behalf of the corporation.



Notary Public

(SEAL)

EXHIBIT D

Equipment Leased

55 UP Coil Flatcars

UP Identifying Marks

UP 259125
UP 259131
UP 259141
UP 259145
UP 259150
UP 259164
UP 259166
UP 259170
UP 259172
UP 259177
UP 259184
UP 259221
UP 259229
UP 259248
UP 259249
UP 259250
UP 259251
UP 259252
UP 259253
UP 259254
UP 259255
UP 259256
UP 259257
UP 259258
UP 259260
UP 259261
UP 259262
UP 259263
UP 259264
UP 259265
UP 259266
UP 259267
UP 259269
UP 259270
UP 259271
UP 259272
UP 259273
UP 259274
UP 259275
UP 259276
UP 259277
UP 259278
UP 259279
UP 259280

WP Identifying Marks

WP 259125
WP 259131
WP 259141
WP 259145
WP 259150
WP 259164
WP 259166
WP 259170
WP 259172
WP 259177
WP 259184
WP 259221
WP 259229
WP 259248
WP 259249
WP 259250
WP 259251
WP 259252
UP 259253
WP 259254
WP 259255
WP 259256
WP 259257
WP 259258
WP 259260
WP 259261
WP 259262
WP 259263
WP 259264
WP 259265
WP 259266
WP 259267
WP 259269
WP 259270
WP 259271
WP 259272
WP 259273
WP 259274
WP 259275
WP 259276
WP 259277
WP 259278
WP 259279
WP 259280

UP 259281
UP 259282
UP 259283
UP 259284
UP 259285
UP 259286
UP 259287
UP 259296
UP 259297
UP 259298
UP 259299

WP 259281
WP 259282
WP 259283
WP 259284
WP 259285
WP 259286
WP 259287
WP 259296
WP 259297
WP 259298
WP 259299